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**TERMS OF REFERENCE OF GROUP SUSTAINABILITY AND GOVERNANCE COMMITTEE**

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**1. OBJECTIVE**

The Group Sustainability and Governance Committee's ("GSGC") primary purpose is to assist the Board in fulfilling its responsibilities in -

- 1.1. advocating and fostering the ethical conduct, integrity culture and sustainability mindset/DNA across the CIMB Group Holdings Berhad ("CIMB Group") and its subsidiaries ("Group").
- 1.2. providing oversight, advice and direction in the development, implementation and monitoring of the strategies, framework, and policies with respect to integrity and governance; sustainability and climate change; and corporate responsibility of the Group.
- 1.3. overseeing the management of bribery, corruption and sustainability and other related risks and the consequence management of breaches thereof.

**2. COMPOSITION**

The GSGC should comprise only Independent Directors with at least three members.

The Company Secretary of CIMB Group shall act as Secretary to GSGC.

**3. AUTHORITY**

- 3.1 The GSGC has delegated authority from the Board of CIMB Group to discharge its duties and responsibilities as set out in this Terms of Reference.
- 3.2 The GSGC has the authority to obtain resources which it requires, including but not limited to, obtaining expert advice, both internal and external, and to have full and unrestricted access to information to enable the GSGC to fulfill its objectives and duties.
- 3.3 The GSGC may sub-delegate authority to the Group Executive Committee and/or relevant Group-wide Committees, as it sees fit to undertake or implement actions that have been approved by the GSGC.
- 3.4 The GSGC is vested with such power and authority, specific or general, as may from time to time be decided upon by the Board of CIMB Group.

**4. QUORUM**

The quorum shall be the nearest number to the two-third of the membership.

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**5. FREQUENCY OF MEETINGS**

The Chairperson shall convene meetings as and when required but shall not be less than four (4) times a year.

Senior management of the Group or professional advisors may be invited to attend meetings where the GSGC considers their presence are necessary.

**6. RESPONSIBILITIES**

The GSGC's responsibilities shall include the following:

**6.1 Integrity and Governance**

- 6.1.1 Review and recommend to the Board of CIMB Group the Management's proposal on the Group Integrity & Governance framework.
- 6.1.2 Review and approve the amendments/changes to the Group Integrity & Governance framework.
- 6.1.3 Oversee the functions of and review the report from the Integrity & Governance Unit ("IGU") as set out under the Group Integrity & Governance framework. The reporting by IGU shall include matters arising from the Group Anti-Bribery and Corruption Policy, Group Whistleblowing Policy, Group Code of Ethics & Conduct and other related Group's polices.
- 6.1.4 Assess and recommend to the Board of CIMB Group the appointment of the Chief Integrity and Governance Officer ("CIGO").
- 6.1.5 Be apprised by the CIGO, on a quarterly basis or as and when required by the Board, on matters involving integrity, corruption and abuse of power pursuant to the Group Integrity & Governance framework.

**6.2 Sustainability and Climate Change**

- 6.2.1 Provide oversight and input to the Management's implementation, operation and assurance of policies and standards in alignment with the Group's sustainability and climate change strategy, and take a proactive approach to create net positive impact on Environmental, Social and Governance material matters arising from the Group's capacity as the lender/financier, investor, service provider, purchaser, operator, advisor, business partner, sponsor, corporate donor, or as the employer.
- 6.2.2 Review and recommend to the Board of CIMB Group, the proposal by Management on sustainability and climate change framework and policies, in alignment with the overall organisation strategy.

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- 6.2.3 Be apprised by the Group Chief Sustainability Officer, on a quarterly basis or as and when required, on matters involving sustainability and climate change in accordance with the Group Sustainability Framework.
- 6.2.4 Review external sustainability reporting and disclosure, the Sustainability Statement in the Annual Report and the Sustainability Report.

**6.3 Corporate Responsibility**

- 6.3.1 Review and recommend to the Board of CIMB Group the proposal by Management on the corporate responsibility framework and policies.
- 6.3.2 Be apprised by Head of Corporate Responsibility, on a quarterly basis or as and when required, on the implementation and progress of the corporate responsibility initiatives and programs pursuant the corporate responsibility framework and policies.

**7. OTHERS**

- 7.1.1 Make recommendations to the Board of CIMB Group as it deems appropriate on areas with its scope of responsibility where action or improvement is needed.
- 7.1.2 Ensure appropriate disclosures are made in accordance with relevant legislation and regulatory requirements.
- 7.1.3 Report to the Board of CIMB Group the broad activities of the GSGC and the decisions made within the Terms of Reference.